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BY THE  
COMICS  
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AUGUST  
AUTORITY

THE NON-MUTANT™ SUPER HERO!

# The AMAZING SPIDER-MAN

TAKEOVER  
CONTINUES

ON CAMPUS  
LURKS THE  
**LIZARD!**

MFARLANE  
2



Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

THINK YOU'VE SEEN  
EVERYTHING?

THINK AGAIN!

¿QUE ESTE?  
SHARKS SWIMMING  
THROUGH THE  
MIDTOWN TUNNEL?!

# SHATTERBONES

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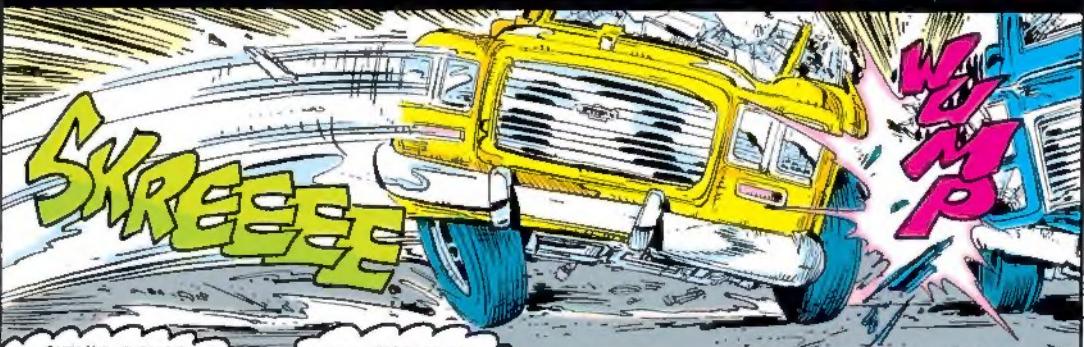
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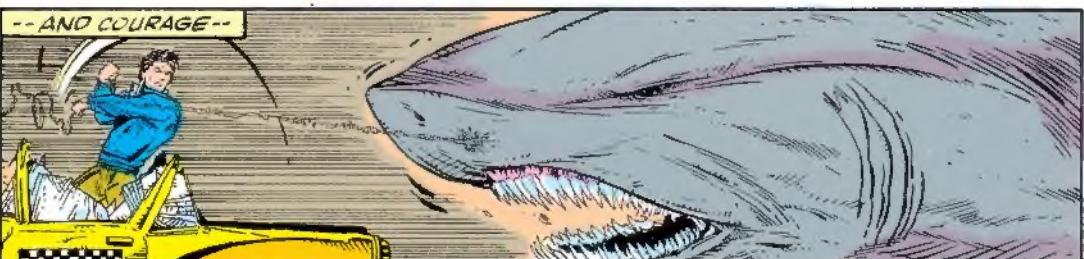


NO, HE'S PETER PARKER,  
KNOWN AT OTHER TIMES AS  
THE AMAZING SPIDER-MAN!

BUT EVEN WITHOUT  
HIS DISTINCTIVE  
RED-AND-BLUE  
COSTUME, HIS  
WEBBING...



-- AND COURAGE --



-- MARK HIM FOR THE  
MAN HE IS!



-- MANHATTAN

EMPIRE STATE UNIVERSITY, THE HERPETOLOGY  
LAB OF DR. CURT CONNORS...

NO! I WON'T LET  
IT HAPPEN!

I CAN CONTROL THE  
CHANGES NOW!

I DON'T!

I DON'T!

I DON'T TURN  
INTO THE LIZARD  
UNLESS I WANT TO!  
AND BY HEAVEN, I  
DON'T WANT TO!

DO!

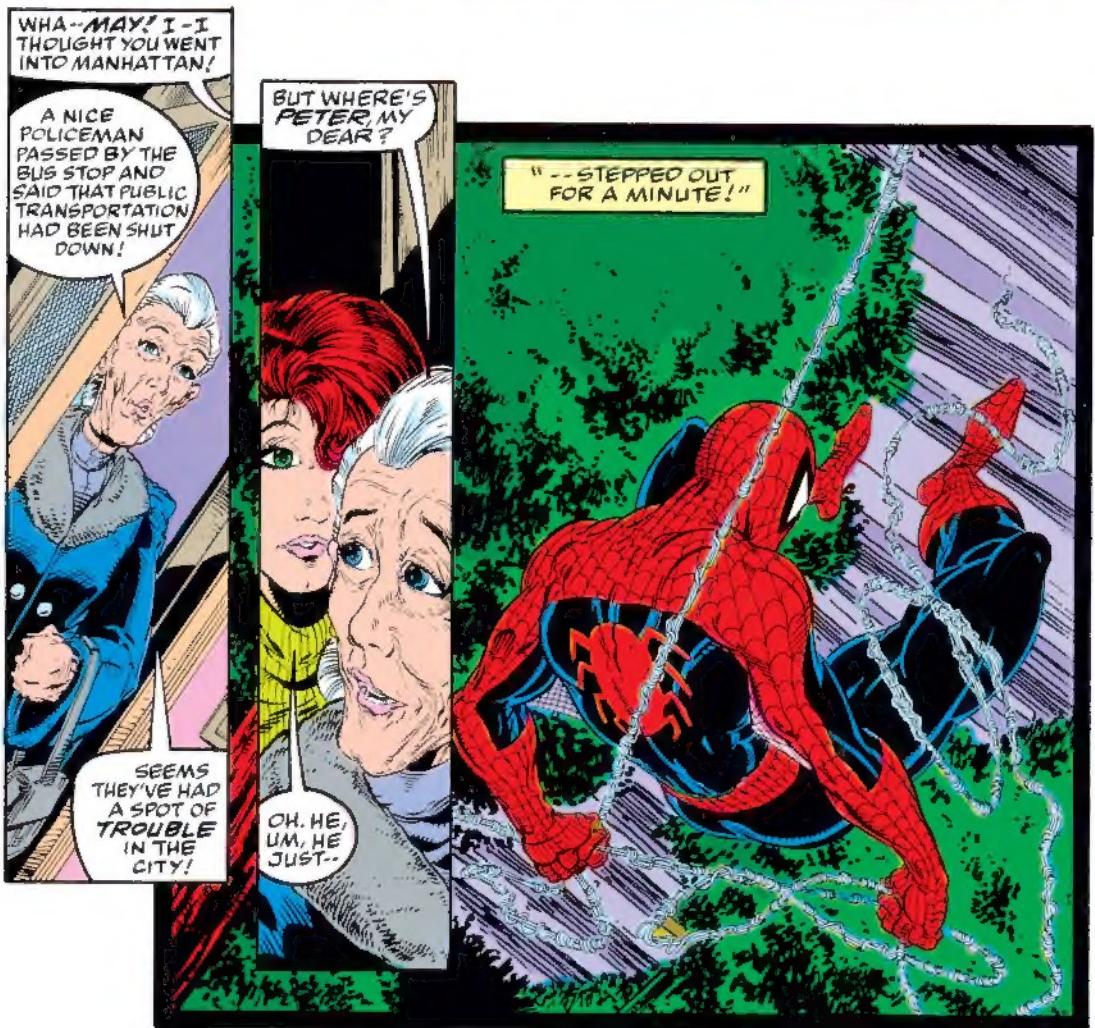
DO!

BUT IN QUEENS,  
WHERE THE INTERDI-  
MENSIONAL BREACH  
THAT SPEWS THE DARK  
FORCES OF INFERNO\*  
INTO MANHATTAN IS  
BARELY FELT--

--SPECIFICALLY,  
AT THE FOREST  
HILLS BOARDING  
HOME RUN BY  
MAY PARKER...



\*SEE CURRENT ISSUES  
OF X-MEN, NEW MUTANTS  
AND X-FACTOR FOR  
DETAILS. -- J.S.



BUT AS SPIDER-MAN "STEPS OUT" OVER SUBURBAN ROOFTOPS, A LATE MODEL SEDAN WINDS CAREFULLY THROUGH ABANDONED AUTOMOBILES CLUTTERING THE 59TH STREET BRIDGE.

FOR PETER PARKER ISN'T THE ONLY ONE JOURNEYING TO MANHATTAN ON A MISSION OF HOPE...



DAD'S GONNA BE OKAY, ISN'T HE, MOM?

OF COURSE HE IS, BILLY.



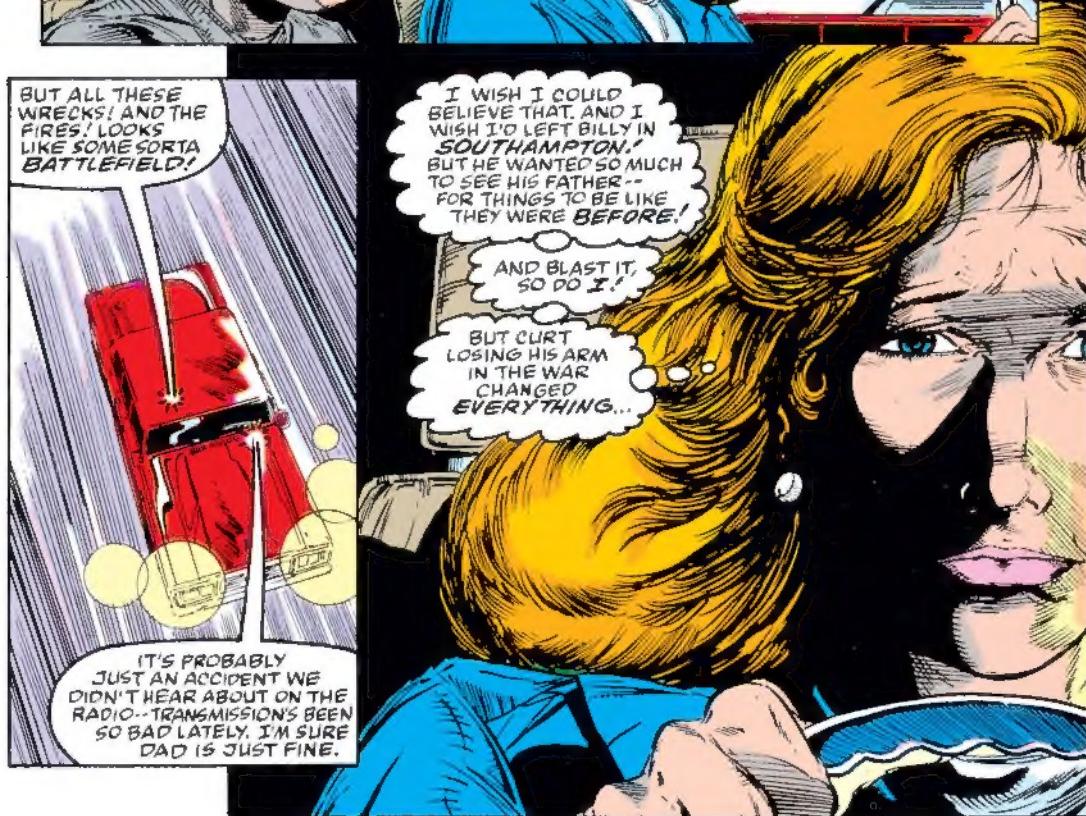
BUT ALL THESE WRECKS! AND THE FIRES! LOOKS LIKE SOME SORTA BATTLEFIELD!

I WISH I COULD BELIEVE THAT. AND I WISH I'D LEFT BILLY IN SOUTHAMPTON, BUT HE WANTED SO MUCH TO SEE HIS FATHER-- FOR THINGS TO BE LIKE THEY WERE BEFORE!

AND BLAST IT, SO DO I...

BUT CURT LOSING HIS ARM IN THE WAR CHANGED EVERYTHING...

IT'S PROBABLY JUST AN ACCIDENT WE DIDN'T HEAR ABOUT ON THE RADIO--TRANSMISSION'S BEEN SO BAD LATELY. I'M SURE DAD IS JUST FINE.



"...HE GREW OBSESSED  
WITH THE REGENERATIVE  
ABILITIES OF REPTILES."



"HE STUDIED ENDLESSLY,  
UNTIL DR. CURT CONNORS  
BECAME ONE OF THE  
WORLD'S LEADING  
ZOOLOGISTS!"

BUT THEN HE PUT HIS  
THEORIES INTO PRACTICE,  
USING HIMSELF AS A  
GUINEA PIG FOR A  
FORMULA HE'D  
DEVELOPED!

"AND IT  
WORKED."

"BUT  
TOO  
WELL!"

"HIS ARM GREW BACK,  
BUT HIS GENES HAD BEEN  
ALTERED TO WHERE HIS  
ENTIRE BODY BECAME  
REPTILIAN! AND WHEN-  
EVER THAT HAPPENED HIS  
SCIENTIFIC OBSESSION  
GAVE WAY TO AN ALL  
ABIDING HATRED OF  
MAMMALS!"

IT WAS TOO MUCH FOR  
OUR MARRIAGE. WE  
SEPARATED.

BUT WHEN CURT FOUND HE COULD  
CONTROL HIS METAMORPHOSSES, WE  
STARTED TALKING ABOUT RECONCILIATION.  
I ONLY WISH WE HADN'T AGREED TO DISCUSS  
IT TODAY! DRIVING THROUGH THIS CITY  
MAKES MY SKIN CRAWL!

BUT CURT'S SANE NOW. I'M  
SURE HE'LL TAKE CARE OF US...!"

PERHAPS, BUT  
AT THAT MOMENT  
AT THE BEDFORD  
TOWERS...

WALLY HAD SOME RUMORS TO PASS ALONG, THOUGH, ABOUT HOW ALL THE CRAZINESS IN MANHATTAN HAS SOMETHING TO DO WITH DEMONOLOGY, MAYBE EVEN WITH A GAP OPENING BETWEEN HADES AND EARTH!

IF THAT'S EVEN PARTLY TRUE, I'VE GOT TO FIND AUNT MAY! AND THE ONLY PLACE I CAN THINK OF THAT SHE'D LOOK FOR ME IS WHERE I GO TO SCHOOL!

SHE'S NOT HERE! AND ACCORDING TO WALLY THE DOORMAN, SHE HASN'T BEEN HERE!



"EMPIRE STATE UNIVERSITY!"

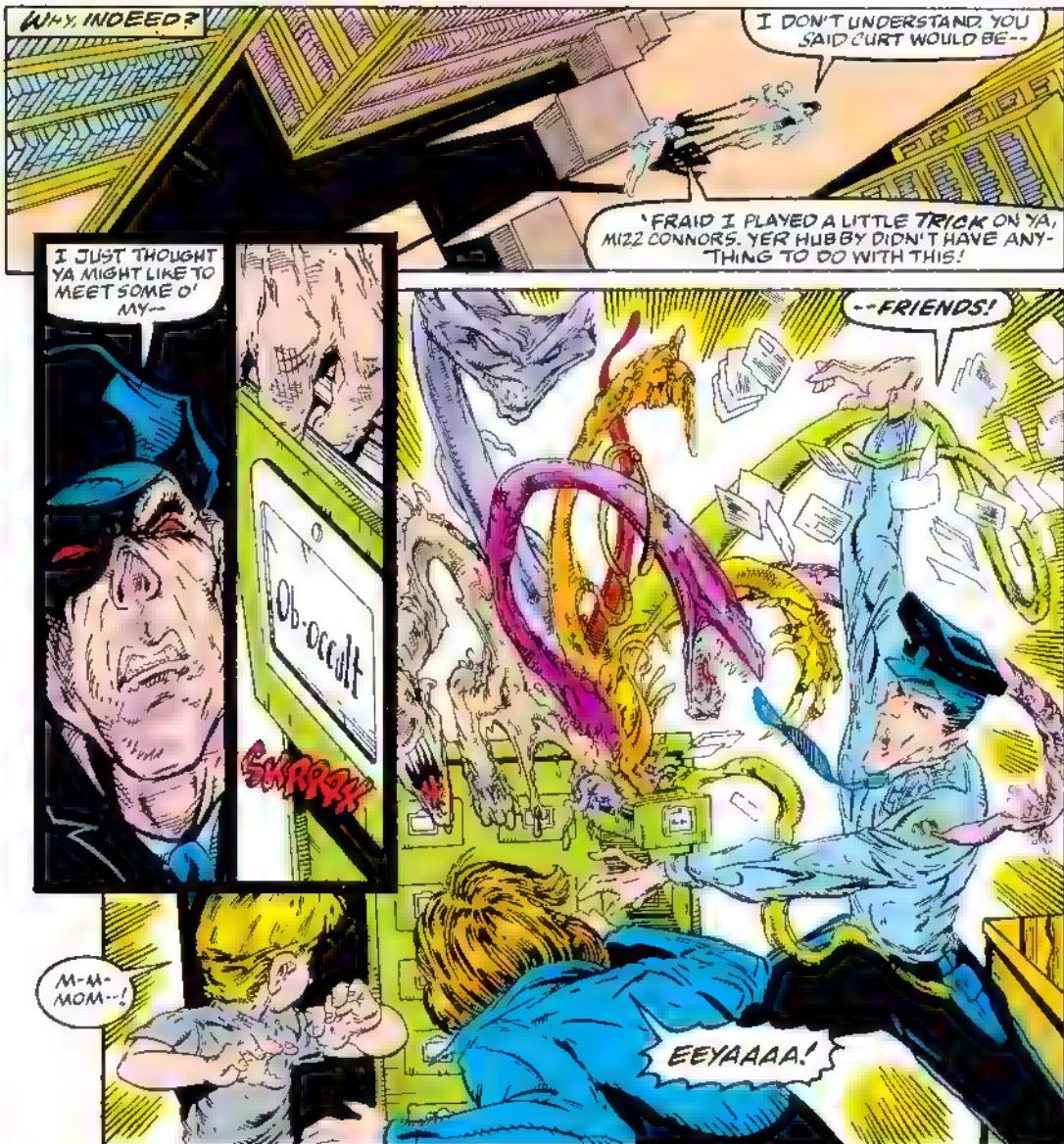


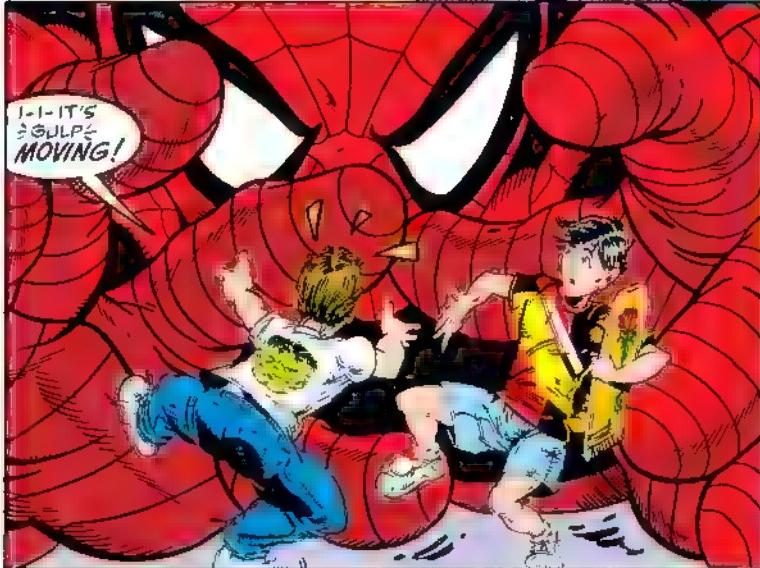
SAID HE'D  
MEET YA IN THE  
LIBRARY. I'LL SHOW  
YA THE WAY.



YES, MA'AM. WE'RE CLOSED TODAY. BUT DOC CONNORS LEFT WORD TO SHOW YOU AN' THE BOY RIGHT IN.

ODD, OFFICER MURPHY DOESN'T SEEM HIMSELF TODAY, AND WHY WOULDN'T CURT MEET US IN HIS OFFICE OR LAB?











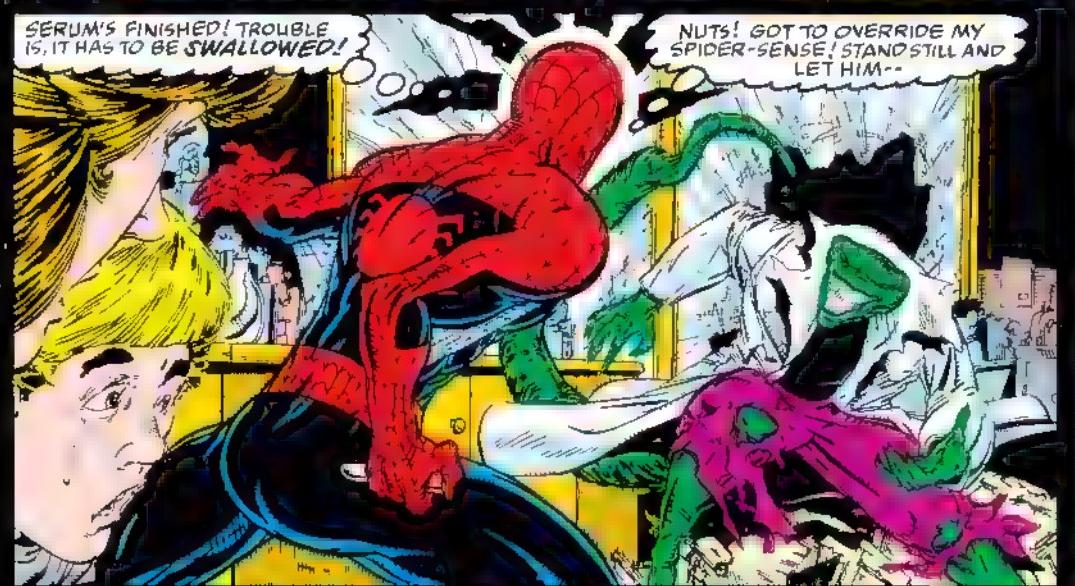
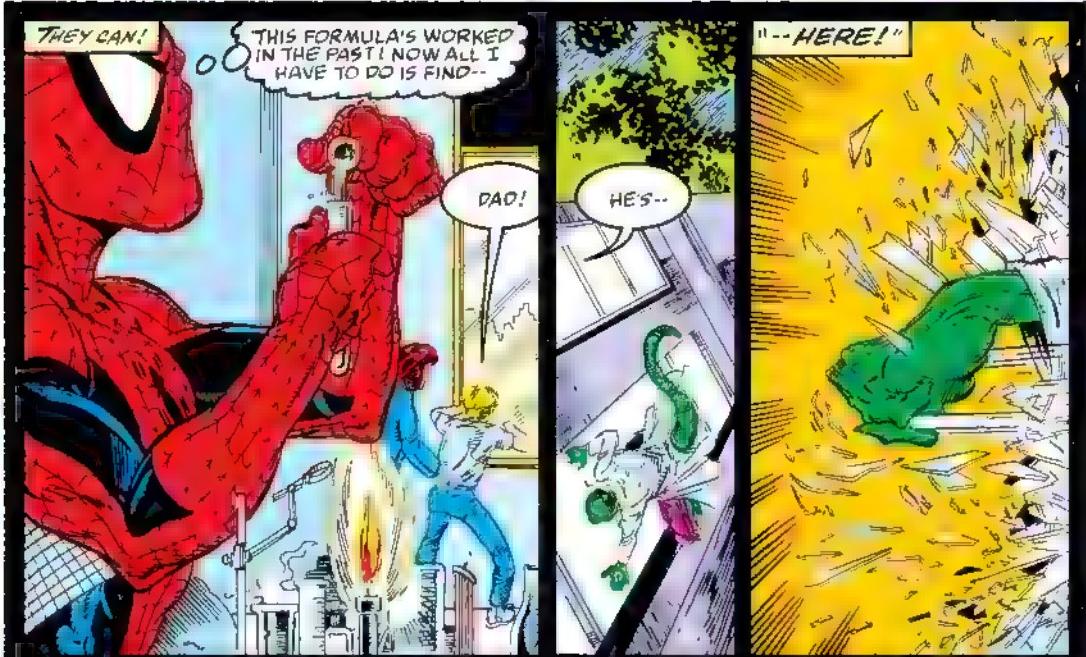


THAT WAS SPOOKY!  
ALMOST LIKE KILLING  
MYSELF!

AH, PHOOEY, THE GUY'S  
EYES WERE ALL WRONG,  
ANYWAY...













LONG, PAINFUL MOMENTS LATER, AT THE NOW-UNGUARDED ENTRANCE TO E.S.U. . . .

YOU'RE SURE MARTHA AND BILLY WILL BE ALL RIGHT?

NO PROBLEM, DOC.

I'LL SEE THEM SAFELY OUT OF THE CITY, BEFORE I START LOOKING FOR AUNT MAY AGAIN.

I MAY NEVER CHANGE TO THE LIZARD--OR I MAY CHANGE TOMORROW. THERE'S NO WAY TO KNOW.

THAT'S WHY YOU BOTH HAVE TO GO--AND NOT TELL ME WHERE. I'LL SEND SUPPORT PAYMENTS THROUGH YOUR LAWYER. IT WILL KILL ME TO BE WITHOUT YOU.



**I**N THAT CASE, WEBSLINGER, YOU'D BEST LOOK ELSEWHERE THAN THE CASTNER COUNTY MINIMUM SECURITY PRISON IN UPSTATE NEW YORK.

FOR THERE, IN CONTRAST TO THE CHAOS ERUPTING IN MANHATTAN--

--RELATIVE CALM SUR-  
ROUNDS AN AFTERNOON  
WALK TAKEN BY NEW  
INMATE, JONATHON  
CAESAR, AND THE  
BEST LAWYER MONEY  
CAN BUY...

YOU'RE  
SURE,  
MALCOLM?  
THERE  
WON'T BE  
ANY  
FOUL-UPS?

NONE  
WHATSOEVER,  
JONATHON.  
I DREW UP  
THE ORIGINAL  
DOCUMENTS  
MYSELF.

THE LOOPOLES ARE  
INCONTOVERTIBLE!

EXCELLENT! BEGIN  
PROCEDURES  
IMMEDIATELY!

I LOVE MARY JANE! I'LL  
ALWAYS LOVE HER, BUT  
SHE REFUSED TO LET ME  
MAKE HER LIFE A HEAVEN  
ON EARTH. SO WHAT ELSE  
CAN I DO?

...BUT MAKE  
THAT LIFE A  
NIGHTMARE  
FROM WHICH  
SHE'LL NEVER  
WAKE UP?

**NEXT ISSUE:  
HO HO HI**